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*Attorneys for Manuel Guzman and Richard Foley*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF NEW YORK**

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	:	Chapter 11
In re	:	
	:	Case No. 13-44106 (ESS)
CENGAGE LEARNING, INC., <i>et al.</i>	:	Case No. 13-44105 (ESS)
	:	Case No. 13-44107 (ESS)
	:	Case No. 13-44108 (ESS)
Debtors.	:	
	:	(Jointly Administered)
-----	X	

**AFFIDAVIT OF SERVICE**

STATE OF NEW YORK :  
 : ss.:  
 COUNTY OF NEW YORK:

I, Kyle M. Primm, being sworn, say:

1. I am not a party of the action, am over 18 years of age and am employed by Hahn & Hessen LLP, counsel for Manuel Guzman and Richard Foley, at whose direction service was made.

2. On August 27, 2013, I served true copies of the *Motion Of Manuel Guzman And Richard Foley Seeking Entry Of An Order Deeming Them Non-Insiders Entitled To Receive Severance Benefits Pursuant To The Final Severance Order* [Doc. No. 338] by Electronic Mail on all parties listed on Exhibit A and by First Class Mail on all parties listed on Exhibit B.

3. On August 28, 2013 I served true copies of the *Motion Of Manuel Guzman And Richard Foley Seeking Entry Of An Order Deeming Them Non-Insiders Entitled To Receive Severance Benefits Pursuant To The Final Severance Order* [Doc. No. 338] by Hand Delivery on all parties listed on Exhibit C.

4. I certify under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

/s/ Kyle M. Primm  
Kyle M. Primm

Sworn to before me on this  
28<sup>th</sup> day of August, 2013

/s/ Marie L. Curry  
Notary Public

**Marie L. Curry**  
**Notary Public, State of ne York**  
**No. 01CU6194847**  
**Qualified in Queens County**  
**Commission Expires October 14, 2016**

**EXHIBIT A**

Name1	Name2	Name3	Address1	Address2	City	State	Zip	Country	Email	PartyDescription
TENNESSEE DEPARTMENT OF REVENUE THE NATIONAL GEOGRAPHIC SOCIETY BRADLEY ARANT BOULT CUMMINGS LLP	C/O TN ATTORNEY GENERAL'S OFFICE ATTN: ANGELO GRIMA AUSTIN L. MCMULLEN	BANKRUPTCY DIVISION	P.O. BOX 20207 1145 17TH STREET N.W. 1600 DIVISION STREET, SUITE 700	P.O. BOX 340025	NASHVILLE WASHINGTON NASHVILLE	TN DC TN	37202-0207 20036-4688 37203		AGBANKNEWYORK@AG.TN.GOV AGRIMA@NGS.ORG AMCMULLEN@BABC.COM	COUNSEL FOR EPAC TECHNOLOGIES, INC. PROPOSED COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS COUNSEL TO AFFILIATES OF CENTERBRIDGE PARTNERS, L.P.
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**EXHIBIT B**

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				11TH FLOOR	NEW YORK	NY	10013			COMMITTEE MEMBER COUNTER PARTIES TO SECURED SWAP
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				STE 270	HUNTSVILLE	AL	35894			COMMITTEE MEMBER
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U.S. DEPARTMENT OF EDUCATION U.S. DEPT. OF HEALTH & HUMAN SERVICES U.S. DEPT. OF HOUSING & URBAN DEV.	BANKRUPTCY LITIGATION SUPPORT OFFICE OF THE GENERAL COUNSEL OFFICE OF REGIONAL COUNSEL FOR NY/NJ		50 BEALE STREET 26 FEDERAL PLAZA 26 FEDERAL PLAZA	SUITE 8629 ROOM 3908 ROOM 3500	SAN FRANCISCO	CA	94105			GOVT. ENTITY GOVT. ENTITY GOVT. ENTITY
U.S. ENVIRONMENTAL PROTECTION AGENCY UBS AG, LONDON BRANCH UNITED STATES ATTORNEY'S OFFICE	OFFICE OF THE REGIONAL COUNSEL ATTN: MARINA POTOK EASTERN DISTRICT OF NEW YORK	REG. 2 - NY/CARIBBEAN SUPERFUND BRANCH ATTN: JONATHAN MCTERNAN ATTN: CIVIL DIV., BKRPCTCY PROCESSING	ATTN: DOUGLAS FISCHER, ESQ. 1 FINSBURY AVENUE 271 CADMAN PLAZA EAST	290 BROADWAY, 17TH FLOOR	NEW YORK	NY	10278-0068			GOVT. ENTITY COUNTER PARTIES TO SECURED SWAP GOVT. ENTITY
WELLS FARGO WELLS FARGO NA	ATTN: RAYMOND DELLI COLLI ATTN: JAMES R. LEWIS		150 EAST 42ND STREET, 40TH FLOOR 150 EAST 42ND STREET, 40TH FL.		NEW YORK	NY	10017			AS ADMIN AGENT : SENIOR PIK NOTES COMMITTEE MEMBER
					NEW YORK	NY	10017			AGENT - SENIOR UNSECURED NOTES; COMMITTEE MEMBER
WILMINGTON TRUST, NATIONAL ASSOCIATION	ATTN: JULIE BECKER	RE: CENGAGE - SENIOR UNSECURED NOTES	50 SOUTH SIXTH STREET	SUITE 1290	MINNEAPOLIS	MN	55402			

**EXHIBIT C**



<u>Name1</u>	<u>Name2</u>	<u>Name3</u>	<u>Address1</u>	<u>Address2</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>Country</u>	<u>Phone</u>	<u>Fax</u>	<u>Email</u>	<u>PartyDescription</u>
OFFICE OF THE UNITED STATES TRUSTEE	ATTN: SUSAN GOLDEN, ESQ.		201 VARICK STREET, SUITE 1006		NEW YORK	NY	10014					GOVT. ENTITY
OFFICE OF THE UNITED STATES TRUSTEE	ATTN: WILLIAM CURTIN, ESQ.		271 CADMAN PLAZA EAST	SUITE 4529	BROOKLYN	NY	11201		(718) 422-4960	(718) 422-4990		GOVT. ENTITY